

## APPENDIX A LIST OF COMMENTERS

### Comments<sup>661</sup>

American Cable Association ("ACA")  
 BellSouth Corporation ("BellSouth")  
 BEN Asset Group, Inc. ("BEN Asset")  
 Braintree Electric Light Department ("BELD")  
 CapNet ("CapNet")  
 Communications Workers of America ("CWA")  
 Contra Costa Cable TV Assessment Task Force ("Contra Costa Cable")  
 EchoStar Satellite Corporation ("EchoStar")  
 Everest Midwest Licensee, LLC ("Everest")  
 Progress & Freedom Foundation ("PFF")  
 Qwest Communications International, Inc. ("Qwest")  
 Sacramento Community Cable Program Providers ("SCCPP")  
 Sacramento Metropolitan Cable TV Commission ("SMCTC")  
 SBC Communications, Inc. ("SRC")

### Petitions to Deny

Borough of Blawnox, Pennsylvania ("Borough of Blawnox")  
 Bunon, Lisa, et al. ("Marietta Coalition")  
 Clancy, James J. ("Clancy") (*Late Filed*)  
 Consumer Federation of America, et al. ("CFA")  
 Minority Television Project, Inc. ("Minority TV")  
 RCN Telecom Services, Inc. ("RCN")  
 Verizon Telephone Companies and Vericon Internet Solutions ("Verizon")

### Reply Comments<sup>662</sup>

American Cable Association ("ACA")  
 Broadband Service Providers Association ("BSPA")  
 Comcast Corporation and AT&T Corp. ("Applicants")  
 EarthLink, Inc. ("EarthLink")  
 Kansas City Cable Partners ("KCCP")  
 New Jersey Division of the Ratepayer Advocate ("Ratepayer Advocate")  
 Prime Communications, Inc. ("Prime")  
 RCN Telcoin Services ("RCN")

### Replies to Opposition<sup>663</sup>

BEN Asset Group, Inc. ("BEN Asset")  
 Burton, Lisa, et al. ("Marietta Coalition")  
 Consumer Electronics Association ("CEA")  
 Consumer Federation of America, et al. ("CFA")  
 RCN Telecom Services, Inc. ("RCN")

<sup>661</sup> Comments and Petitions to Deny were filed on or before April 29, 2002, unless otherwise indicated

<sup>662</sup> Reply Comments were filed on or before May 21, 2002, unless otherwise indicated.

<sup>663</sup> Replies to Oppositions were filed on or before June 5, 2002.

## APPENDIX B MERGER CONDITIONS

### I. DEFINITIONS

I. For purposes of Appendix B, the following definitions shall apply:

- a) “**AT&T Comcast**” means AT&T Comcast Corporation and its subsidiaries, excluding iNDEMAND.
- b) “**TWE Restructuring Agreement**” means the restructuring agreement by and among AOL Time Warner, Inc., AT&T Corp., Comcast Corporation and others, dated as of August 20, 2002.
- c) “**Divestiture Period**” means the period of time commencing on the Merger Closing Date and continuing until AT&T Comcast no longer has any interest in TWE, AOL Time Warner, or any entity in which AOL Time Warner has an attributable interest.
- d) “**Corporate Compliance Officer**” means an employee of AT&T Comcast who shall be responsible for overseeing AT&T Comcast’s compliance with these safeguards.
- e) “**Merger Closing Date**” means the day on which, pursuant to their merger agreement, AT&T Comcast and Comcast cause a certificate of merger to be filed with the appropriate state(s).
- f) “**Order**” means the Commission order to which this Appendix is attached.
- g) “**Trustee**” means the person named by AT&T Comcast to oversee the Trusts as such Trusts are defined in the Order.
- h) “**Trust Agreements**” means the Agreements and Declarations of Trust as such agreements are defined in the Order.
- i) “**TWE**” means Time Warner Entertainment Company, L.P. and, upon the closing of the TWE Restructuring Agreement, Time Warner Cable, Inc. and entities controlled by Time Warner Cable, Inc.
- j) “**Video Programming**” means video Programming as defined in 47 U.S.C. § 522(20) and the Commission’s implementing regulations as of January 1, 2002.
- k) “**TWE Board**” means the Board of Representatives of Time Warner Entertainment Company, L.P. and, upon the closing of the TWE Restructuring Agreement, the Board of Directors of Time Warner Cable, Inc. and the Board of Representatives of the entities controlled by Time Warner Cable, Inc.

### 11. SAFEGUARDS RELATING TO VIDEO PROGRAMMING

#### A. SAFEGUARDS RELATING TO TWE

As a condition of exercising the grant of the merger application, AT&T Comcast shall comply with the following enumerated safeguards relating to TWE. These safeguards shall become effective at the Merger Closing Date. The safeguards shall be null and void if AT&T Broadband and Comcast do not merge and there is no Merger Closing Date. These safeguards supercede those contained in the *AT&T Media One Order*, and, if AT&T Broadband and Comcast do not merge and there is no Merger Closing Date, the safeguards contained in the *AT&T Media One Order* remain in effect.

- 1. No officer or director of AT&T Comcast shall also be an officer or director of TWE.
- 2. No officer, director, or employee of AT&T Comcast shall directly or indirectly, influence or attempt to influence, or otherwise participate in, the management or operation of the

Video Programming activities of TWE. In particular, no member of the TWE Board of Directors appointed by the Trustee shall be involved in the following matters:

- a) the decisions of TWE regarding which Video Programming services are purchased for or carried on TWE's cable systems;
- b) the prices, terms, and conditions negotiated for carriage of Video Programming on TWE's cable systems;
- c) setting the schedule for rollout of Video Programming by TWE's cable systems;
- d) marketing by TWE of Video Programming carried on TWE's cable systems;
- e) setting the budget for the Video Programming operations of TWE's cable systems (except that the Trustee may be involved in setting the overall TWE budget for Video Programming operations provided that the Trustee's access to TWE budget information does not include information concerning individual budget components of TWE's Video Programming operations, e.g., personnel, overhead, marketing, and program purchasing);
- f) selecting the electronic programming guide **used** by TWE's cable systems;
- g) the hiring, firing, or supervising of TWE employees directly involved in the Video Programming activities of TWE's cable systems; or
- h) assessing the performance of any Video Programming service carried by TWE's cable systems.

3. AT&T Comcast may not, directly or indirectly, receive information from TWE regarding the price, terms, or conditions negotiated For the carriage of Video Programming on the TWE cable systems, nor provide information to TWE regarding the price, terms, and conditions negotiated for the carriage of Video Programming on AT&T Comcast cable systems. AT&T Comcast may not obtain from any Video Programming vendor a volume discount or other favorable terms and conditions as a result of TWE's purchase of Video Programming for, or carriage on, TWE's cable systems.

#### **B. SAFEGUARDS RELATING TO TEXAS CABLE PARTNERS AND KANSAS CITY CABLE PARTNERS**

As a condition of exercising the grant of the merger application, AT&T Comcast shall comply with the following enumerated safeguards relating to Kansas City Cable Partners ("KCCP") and Texas Cable Partners ("TCP"). These safeguards shall become effective at the Merger Closing Date, and shall remain in effect throughout the term of the Trust Agreement. The safeguards shall be **null** and void if AT&T Broadband and Comcast do not merge and there is no Merger Closing Date.

1. AT&T Comcast may not, directly or indirectly, receive information from KCCP regarding the prices, ~~terms~~, or conditions negotiated for the carriage of *Video Programming on KCCP's* cable systems, nor provide information to KCCP regarding the price, terms, and conditions negotiated for the carriage of Video Programming on the AT&T Comcast cable systems.

2. AT&T Comcast may not, directly or indirectly, receive information from TCP regarding the prices, terms, or conditions negotiated for the carriage of Video Programming on TCP's cable systems, nor provide information to TCP regarding the price, terms, and conditions negotiated for the carriage of Video Programming on the AT&T Comcast cable systems.

**C. COMPLIANCE WITH SAFEGUARDS**

1. AT&T Comcast shall appoint a Corporate Compliance Officer to oversee AT&T Comcast's implementation of and compliance with these safeguards; to monitor AT&T Comcast's compliance program; and to consult with the Chief of the Media Bureau and other appropriate individuals as necessary on an on-going basis regarding AT&T Comcast's compliance with these safeguards. The requirements of this subparagraph shall remain in effect until all other safeguards set out herein have expired or terminated.

2. The Corporate Compliance Officer shall notify the Chief of the Media Bureau immediately upon discovering a material failure on the part of AT&T Comcast to comply with any of the safeguards described herein.

3. Not later than 60 days after the Merger Closing Date, AT&T Comcast shall submit to the Media Bureau a plan for compliance with these safeguards. The compliance plan shall be afforded confidential treatment in accordance with the Commission's normal processes and procedures. A letter providing notice of the filing shall be **filed** the same day with the Secretary of the Commission for the public record.

4. The Corporate Compliance Officer shall file a report regarding AT&T Comcast's compliance with the safeguards described herein every 6 months from the Merger Closing Date until the end of the Divestiture Period.

5. The Corporate Compliance Officer may verify AT&T Comcast's compliance with these safeguards through contacts with the Commission, with TWE, or with providers of Video Programming.

6. The Corporate Compliance Officer's reports shall include a discussion of the scope of the work conducted, a statement regarding AT&T Comcast's compliance or non-compliance with these safeguards, and a description of any limitations imposed on the Corporate Compliance Officer in the course of its review by AT&T Comcast, or other circumstances that might affect the Corporate Compliance Officer's opinion. The reports shall be made publicly available, except for any Confidential material they may include.

7. For 6 months following submission of the final compliance report, the Commission shall have access to the working papers and supporting materials of the Corporate Compliance Officer at a location in Washington, D.C. that is selected by AT&T Comcast. Copying of the working papers and supporting materials by the Media Bureau shall be allowed but shall be limited to copies required to verify compliance with and to enforce these safeguards. Any copies made by the Media Bureau shall be returned to AT&T Comcast by the Media Bureau no later than 12 months after the submission of the final compliance report. The Media Bureau's review and/or copying of the working papers and supporting materials shall be kept confidential pursuant to the Commission's rules and procedures.

**III. TRUST AGREEMENTS**

As a condition of exercising the grant of the merger application, AT&T Comcast shall, on or prior to the Merger Closing Date, place AT&T's interest in TWE in Trusts as provided by the Trust Agreements in the form reviewed and approved by Commission. This requirement shall be null and void if AT&T Broadband and Comcast do not merge and there is no Merger Closing Date.

**APPENDIX C****CONFIDENTIAL APPENDIX**

The Confidential Appendix is available upon request only to those parties who have executed and filed with the Commission signed acknowledgements of the protective order adopted in this proceeding. Qualified representatives who have not yet signed the required acknowledgement may do so in order to obtain the Confidential Appendix.

## APPENDIX D

## LICENSES AND AUTHORIZATIONS TO BE TRANSFERRED

## Part 78 – Cable Television Relay Service (CARS)

Licensee	File Number	Call Sign	Location
COMCAST CABLEVISION CORPORATION OF CALIFORNIA	20020312AD-09 20020312BZ-09	WGZ-467 WLY-731	Dover Township, NJ Los Alamos, NM
COMCAST CABLEVISION OF ALABAMA, INC.	20020312AJ-09	KD-550f2	Mobile, AL
COMCAST CABLEVISION OF ARIZONA, INC.	20020312BK-09	WHZ-572	Pima, AZ
COMCAST CABLEVISION OF CENTRAL NEW JERSEY, INC.	20020312BE-09	WCZ-416	East Windsor, NJ
COMCAST CABLEVISION OF DETROIT	20020312BJ-09	WHZ-473	Detroit, MI
COMCAST CABLEVISION OF EASTERN SHORE, INC	20020312BB-09 20020312CB-09	WGV-980 WSV-48	Thoreau, NM Near Berlin, MD
COMCAST CABLEVISION OF GARDEN STATE, L P	20020312BD-09	WGZ-295	Springfield Twp., NJ
COMCAST CABLEVISION OF HUNTSVILLE, INC.	20020312AQ-09 20020312AT-09	WAK-823 WBG-892	Morgan City, AL Huntsville, AL
COMCAST CABLEVISION OF LOMPOC, LLC	20020312AV-09	WCH-466	Broadcast Peak, CA
COMCAST CABLEVISION OF MICHIGAN, LLC	20020312BT-09	WHZ-919	Aigonac, MI
COMCAST CABLEVISION OF NEW MEXICO/PENNSYLVANIA, INC.	20020312BM-09 20020312BU-09	WHZ-704 WIZ-51	Twin Buttes, NM Las Cruces, NM
COMCAST CABLEVISION OF NEW MEXICO, INC	20020312BX-09	WLY-298	Albuquerque, NM
COMCAST CABLEVISION OF SANTA MARIA, LLC	20020312AO-09 20020312BO-09	KHS-76 WHZ-741	Santa Maria, CA Santa Maria, CA
COMCAST CABLEVISION OF TAYLOR, INC.	20020312BP-09	WHZ-792	Taylor, MI
COMCAST CABLEVISION OF THE DISTRICT, LLC	20020312BL-09	WHZ-681	Washington, DC
COMCAST CABLEVISION OF THE SOUTH	20020312BA-09 20020312BN-09	WGV-594 WHZ-719	Glade Springs, VA Sharps Ridge, TN
COMCAST CABLEVISION OF THE SOUTH, INC	20020312AH-09 20020312BC-09 20020312BQ-09 20020312CA-09 20020312BI-09	KD-55006 WGZ-255 WHZ-798 WMC-693 WHZ-431	Naples, FL Lodi Twp., MI Commerce Twp., MI Manahawkin, NJ Chatsworth, NJ

Licensee	File Number	Call Sign	Location
	2002011ZBR-09	WHZ-799	Pontiac, MI
COMCAST CABLEVISION OF VIRGINIA, INC.	20020112BW-09	WLY-264	Mars Sugarloaf Hill, VA
COMCAST CABLEVISION OF WILDWOOD, INC.	20020312AW-09	WGF-91	Wildwood, NJ
	20020312AX-09	WGF-92	Middle Twp., NJ
	20020312AY-09	WGI-21	Weymouth Twp., NJ
	20020312BG-09	WHU-32	Vineland, NJ
COMCAST RAPID, LLC	20020312BS-09	WHZ-875	Burrville, TN
	20020312BV-09	WLY-227	Wanhurg, TN
COMCAST SCH. HOLDINGS, INC.	20020312BY-09	WLY-373	Leesburg, FL
AT&T BROADBAND H/ICI, LLC	20020314AC-09	WSH-25	South Bend, IN
AT&T BROADBAND OCNI, LLC	20020314EF-09	WLY-230	Parks Township,, PA
AT&T BROADBAND OF SOUTHERN CALIFORNIA, INC.	20020314CB-09	WGS-890	Near Chico-Forest, CA
	20020314CN-09	WGV-956	Chico, CA
AT&T CSC, INC.	20020314AZ-09	WAK-498	Fitchburg, MA
	20020314BM-09	WCE-572	Near Gardner, MA
CABLE TV OF PUGET SOUND, INC.	20020314BG-09	WBG-426	Near Bremenon, WA
	20020314FD-09	WSJ-21	South Tacoma, WA
COMMUNICATIONS SERVICES, INC.	20020314CO-09	WCV-990	Wylie, TX
	20020314DQ-09	WHZ-677	Commcrc, TX
	20020314FA-09	WLY-761	Algonquin, IL
HARBOR COMMUNICATIONS JOINT VENTURE	20020314BB-09	WAN-201	Aherdeen, WA
HCG CABLEVISION, INC.	20020314AO-09	<b>KMA-56</b>	Geyser <b>Peak</b> , CA
	20020314DZ-09	<b>WHZ-979</b>	Healdsburg, CA
INTERMEDIA PARTNEKS SOUTHEAST	20020314EY-09	WLY-664	Tv Mountain, MT
KING VIDEOCABLE COMPANY	20020314AL-09	KB-60123	Near Elsinore Peak, CA
	20020314AX-09	WAG-469	San Andreas, CA
	20020314BX-09	WGK-480	Placerville, CA
	20020314JE-09	WHZ-424	Lake Elsinore, CA
	20020314DF-09	WHZ-425	Elsinore <b>Peak</b> , CA
	20020314DP-09	WHZ-666	Sutter Hill, CA
	20020314EK-09	<b>WLY-340</b>	San Andreas, CA
	20020314EU-09	<b>WLY-523</b>	Sutter Hill, CA
LASALLE TELECOMMUNICATIONS, INC.	20020314DG-09	WHZ-458	Chicago A4, IL
	20020314EA-09	<b>WHZ-984</b>	Chicago, IL
MEDIAONE ACQUISITIONS OF NORTHERN ILLINOIS, INC.	20020314AD-09	KA-80609	Elmhurst, IL
	20020314CL-09	WGV-952	Hornewood, IL

Licensee	File Number	Call Sign	Location
MEDIAONE OF CALIFORNIA INC	20020314FC-09	WSH-22	Livermore, CA
MEDIAONE OF FKESNO. INC	20020314BN-09	WCK-816	Near Livermore, CA
	20020314BO-09	WCK-817	Madera, CA
	20020314BP-09	WCK-818	Cressy, CA
	20020314CA-09	WCK-632	Frcano, CA
MEDIAONE OF GREATER FLORIDA. INC	20020314CJ-09	WCV-910	Jacksonville, FL
MEDIAONE OF LOS ANGELES. INC	20020314CQ-09	WCZ-256	Los Angeles, CA
	20020314DR-09	WHZ-678	Los Angeles, CA
	20020314DS-09	WHZ-684	Los Angeles, CA
	20020314DX-09	WHZ-843	City Hall, CA
	20020314DY-09	WHZ-851	Los Angeles, CA
	20020314EM-09	WLY-348	Ka Studio, CA
	20020314ER-09	WLY-501	Compron, CA
	20020314ET-09	WLY-522	Whittier, CA
MEDIAONE OF NORTHERN CALIFORNIA, INC	20020314AH-09	KA-80638	Marysville & Yuba Cy, CA
MEDIAONE OF SIERRA VALLEYS, INC	20020314CF-09	WGV-515	Reedley, CA
	20020314CI-09	WGV-843	Mendota, CA
MEDIAONE OF ST. PAUL, INC	20020314AK-09	KB-60119	Near St. Paul, MN
	20020314DU-09	WHZ-714	Minneapolis, MN
	20020314EG-09	WLY-233	Saint Paul, MN
SAN LEANDRO CABLE TELEVISION. INC	20020314AJ-09	KB-60117	Dublin, CA
SOUTH CHICAGO CABLE. INC.	20020314DH-09	WHZ-466	Chicago A5, IL
TCI AMERICAN CABLE HOLDINGS. L.P.	20020314AE-09	KA-80619	Near Spokane, WA
	20020314AG-09	KA-80635	Near Spokane, WA
	20020314DI-09	WHZ-528	Spokane, WA
TCI CABLE PARTNERS OF ST. LOUIS. L.P	20020314EZ-09	WLY-757	Devils Peak, CA
TCI CABLEVISION OF CALIFORNIA. INC.	20020314BA-09	WAL-205	Carmen Valley Vil., CA
	20020314CD-09	WGU-387	Monrerey, CA
	20020314CK-09	WGV-948	Santa Clara, CA
	20020314CM-09	WGV-955	Loma Prieta Mountain, CA
TCI CABLEVISION OF DALLAS. INC.	20020314AF-09	KA-80623	Near Dallas, TX
TCI CABLEVISION OF GEORGIA. INC.	20020314EI-09	WLY-293	L o Trancos Woods, CA
TCI CABLEVISION OF GREAT FALLS. INC.	20020314CX-09	WGZ-362	Chester, MT
TCI CABLEVISION OF MONTANA. INC.	20020314AT-09	WAD-901	Polson, MT
	20020314AU-09	WAD-953	Point Six, MT
	20020314BR-09	WDC-319	Missoula, MT



Licensee	File Number	Call Sign	Location
	20020314CV-09	WGZ-359	East Glacier. MT
	20020314CW-09	WGZ-361	Libby, MT
	20020314CY-09	WCZ-363	Kalispell, MT
	20020314DW-09	WHZ-748	Harlem. MT
	20020314EJ-09	WLY-332	Hogback Mountain. MT
	20020314ES-09	WLY-505	Blackrail Mountain. <b>MT</b>
	20020314EV-09	WLY-533	Choteau, MT
TCI CABLEVISION OF OREGON, INC.	20020314AQ-09	WAA-813	Mary's Peak, OR
	20020314BH-09	WBH-335	Lebanon, <b>OR</b>
TCI CABLEVISION OF PASCO COUNTY	20020314CP-09	<b>WGV-992</b>	Hickory Hills, IL
TCI CABLEVISION OF TWIN CITIES, INC	20020314CS-09	WGZ-298	Capitol Peak. WA
TCI CABLEVISION OF UTAH, INC	20020314CC-09	WGU-383	Pix Peak. UT
	20020314CE-09	WGV-509	Salt Lake City. UT
	20020314EH-09	WLY-250	Clarkston, UT
TCI CABLEVISION OF WASHINGTON, INC	20020314AY-09	WAJ-770	Seattle, WA
	20020314BJ-09	WBJ-751	Atop Capitol Peak. WA
	20020314CT-09	WGZ-318	Seattle, WA
	20020314CU-09	WGZ-319	Seattle, WA
	20020314ED-09	WKZ-30	Seattle. WA
	20020314EE-09	<b>WLY-215</b>	Bremerton, WA
TCI CABLEVISION OF WYOMING, INC	20020314AW-09	WAG-468	Cheyenne. WY
TCI MICROWAVE, INC	20020314DM-09	WHZ-634	Little Rock, MT
	20020314DN-09	WHZ-648	Hinsdale, MT
	20020314DO-09	WHZ-654	Great Falls, MT
	20020314EO-09	WLY-492	Nonh Poplar. MT
	20020314EP-09	WLY-493	Deadman Butte, MT
	20020314EX-09	WLY-624	Great Falls. MT
TCI OF EAST SAN FERNANDO VALLEY, L.P.	20020314BY-09	WGK-610	Petaluma, CA
	20020314CG-09	WGV-813	Rohnon Park. <b>CA</b>
TCI OF GREENSBURG	20020314AN-09	KDJ-43	Hempfield Township, PA
TCI OF NORTHERN NEW JERSEY, INC	20020314AR-09	WAB-570	Glenwood Springs. CO
	20020314DD-09	WHZ-363	Aspen. CO
	20020314EL-09	WLY-343	Sebastian. FL
TCI OF PENNSYLVANIA, INC.	20020314EN-09	WLY-482	Tuolumne, <b>CA</b>
TCI OF SOUTHERN WASHINGTON	20020314BV-09	WGI-775	Green Mountain. WA
	20020314DA-09	WHZ-245	Boistfort Peak, WA
TCI OF TACOMA, INC	20020314BK-09	WBL-526	Tacoma, WA
TCI TKR OF CENTRAL FLORIDA, INC	20020314BI-09	WBH-637	Banner, WY

Licensee	File Number	Call Sign	Location
	20020314EW-09	WLY-563	Bosin Ruck. WY
TELEVENTS OF SAN JOAQUIN, INC	20020314BC-09	WAN-800	Orestimba Hills, CA
	20020314BS-09	WDX-656	Los Banns, CA
	20020314EB-09	WJA-72	Mt Oso. CA
	20020314FB-09	WOX-20	Lafayette. CA
TELEVENTS, INC	20020314BU-09	WGH-81	Martinez. CA
	20020314DC-09	WHZ-346	Danville, CA
TELE VUE SYSTEMS, INC	20020314AS-09	WAB-896	Salem. OR
	20020314AV-09	WAF-565	Marysville. CA
	20020314BF-09	WAY-486	Oroville, CA
	20020314EQ-09	WLY-497	Petaluma, CA
UACC MIDWEST. INC	20020314BZ-09	WGK-618	Hayward, CA
	20020314DT-09	WHZ-692	Patterson Pass, CA
	20020314EC-09	WJN-31	Modesto, CA
UNITED CABLE TELEVISION OF COLORADO. INC	20020314BT-09	WGH-335	Jarre Canyon, CO
UNITED CABLE TELEVISION SERVICES CORPORATION	20020314AP-09	KV-3813	Bristol, CT
	20020314BD-09	WAQ-364	Asonia, CT
	20020314DK-09 <sup>664</sup>	WHZ-573	Farmington. CT
	20020314DV-09	WHZ-733	Bristol, CT
WENTRONICS. LLC	20020314AM-09	KCS-54	Saddlehack Mouniain. WY
	20020314BL-09	WCC-381	Casper, WY
NEW ENGLAND CABLE NEWS	20020314FG-09	KD-55008	Boston, MA
INSIGHT COMMUNICATIONS MIDWEST. LLC (Pro Forma)	20020314FH-09	KKK-46	Boonville, IN
	20020314FI-09	KYX-60	Luuisiana, MO
	20020314FJ-09	KYX-6Y	Hannibal. MO
	20020314FK-09	WAJ-459	Shoals, IN
	20020314FL-09	WCF-542	Oregon, IL
	20020314FM-09	WGF-97	Jasper, IN
	20020314FN-09	WHZ-840	Danville. IL
	20020314FO-09	WPN-34	Belvidere, IL
MIDCONTINENT COMMUNICATIONS (Pro Forma)	211020314FP-09	WLY-345	Custer, SD
	20020314FQ-09	WHZ-358	Pi. Pierre, SD
	20020314FS-09	WGV-524	Bison, SD
	20020314FT-09	WAM-446	Sisseton, SD
	20020314FU-09	WPW-40	Rugby. ND
	20020314FV-09	WHZ-333	Reliance, SD
	20020314FW-09	WBB-708	Grafton, ND
	20020314FX-09	WBB-709	Grand Forks. ND

Licensee	File Number	Call Sign	Location
	20020314FY-09	WBB-710	Cavalier, ND
	20020314FZ-09	WLY-763	Stephan, SD
PARNASSOS, LP (Pro Forma)	20020314GA-09	KW-4396	Lackawanna, NY
	20020314GB-09	WAC-525	Conneaut, OH
	20020314GC-09	WBD-866	Tonawanda, NY
	20020314GD-09	WBJ-250	Lackawanna, NY
	20020314GE-09	WGH-439	West Seneca, NY
	20020314GF-09	WGZ-314	Menror On The Lake, OH
	20020314GG-09	WCZ-328	Kirtland, OH
	20020314GH-09	WGZ-329	Geneva, OH
	20020314GI-09	WGZ-331	Chardon, OH
	20020314GJ-09	WGZ-332	Ashtabula, OH
	20020314GK-09	WGZ-354	Harbor Creek Twp., PA
	20020314GL-09	WGZ-397	Lackawanna, NY
	20020314GM-09	WGZ-407	Painesville Twp., OH
	20020314GN-09	WLY-536	Fredonia, NY
WESTERN NY CABLCVISION, LP (Pro Forma)	20020314GO-09	WGT-752	Buffalo, NY
KANSAS CITY CABLE PARTNERS (Pro Forma)	20020318AA-09	WAE-602	Kansas City, KS
	20020318AB-09	WLY-353	Ft. Leavenworth, KS
	20020318AC-09	WHZ-921	Leavenworth, KS
	20020318AD-09	WGW-207	Independence, MO
	20020318AE-09	WGW-219	Kansas City, MO
	20020318AF-09	WGW-220	Kansas City, MO
TEXAS CABLE PARTNERS, L.P. (Pro Forma)	20020318AG-09	WJT-43	Corpus Christi, TX
	20020318AH-09	WGZ-452	Benavides, TX
	20020318AI-09	WGI-758	Eagle Pass, TX
	20020318AJ-09	WGZ-450	Escobas, TX
	20020318AK-09	WHZ-780	El Paso, TX
	20020318AL-09	WLY-4x3	Ft Bliss, TX
	20020318AM-09	WJI-36	El Paso, TX
	20020318AO-09	WGZ-451	Horseshoe Ranch, TX
	20020318AP-09	KA-80625	Houston, TX
	20020318AQ-09	KYX-62	Lomas Vista, TX
	20020318AR-09	WGI-757	Moore, TX
	20020318AS-09	WHZ-869	One Nonh, TX
	20020318AT-09	KYX-61	Pearsall, TX
	20020318AV-09	WAF-861	Pon Isabel, TX
	20020318AW-09	WGZ-464	Realitos, TX
	20020318AX-09	WLY-742	Uvalde, TX

KING VIDEO CABLE COMPANY	20021105AB-09	NEW	Logtown, CA
	20021105AC-09	NEW	Georgetown, CA
	20021105AD-09	NEW	Placerville, CA

### Part 25 – Satellite Communications, Satellite Earth Stations

Licensee	Call Signs
National Digital Television Center, Inc.	E5027, E930170, E930171, E930172, E930368, E930370, E930429, E930430, E930431, E930432, E930489, E940005, E940006, E940007, E940283, E940284, E940445, E950003, E950028, E950115, E950172, E950173, E950410, E95412, E9600046, E960598, E970005, E980252, E980304
TGC, Inc.	E940479
Comcast Cablevision of the South, Inc.	E000125
YVC, Inc.	E880105, E872076
Comcast Cablevision of New Jersey, Inc.	E000360, E000423, E020281*
QVC Local, Inc.	E910271
New England Cable News Network	E970108, E940292

### Part 90 – Land Mobile Radio Services

Licensee Name	ULS File No.	Lead Call Sign
AMERICAN MICROWAVE COMMUNICATIONS, INC.	0000787728	WLR248
AT&T BROADBAND CABLEVISION OF SACRAMENTO I, LLC	0000773316	WPCG511
AT&T BROADBAND CTSI, LLC	0000774418	KWR244
AT&T BROADBAND H/ICI, LLC	0000776315	KVM632
AT&T BROADBAND HCI, LLC	0000776365	KNIL687
AT&T BROADBAND HC OF COLORADO, LLC	0000776348	WNUX414
AT&T BROADBAND OF ARLINGTON, LLC	0000776393	KNAW439
AT&T BROADBAND OF COLORADO, LLC	0000776476	WQI666
AT&T BROADBAND OF OHIO, LLC	0000776490	KNCB227
AT&T BROADBAND OF SOUTHERN CAL., INC.	0000776511	KNHJ516
AT&T BROADBAND OF ILLINOIS, LLC	0000776540	WNSK595
AT&T BROADBAND, LLC	0000776666	KAU887
AT&T CSC, INC.	0000787648	KAD462
INSIGHT COMMUNICATIONS MIDWEST, LLC ( <i>Pro Forma</i> )	0000790382	KSW543
KANSAS CITY CABLE PARTNERS ( <i>Pro Forma</i> )	0000809193	KTL731
KING VIDEO CABLE COMPANY	0000777113	WXR661

Licensee Name	ULS File No.	Lead Call Sign
LASAILLE TELECOMMUNICATIONS, INC.	0000777155	WNGX941
MEDIAONE ENTERPRISES, INC.	0000788371	WQA655
MEDIAONE OF EASTERN MICHIGAN, INC.	0000779628	WNCY842
MEDIAONE OF LOS ANGELES, INC.	0000777992	WPGA736
MEDIAONE OF MASSACHUSETTS, INC.	0000778180	WPMUY89
MEDIAONE OF MICHIGAN, INC.	0000774132	KYT935
MEDIAONE OF NEW YORK, INC.	0000774194	WNPW378
MEDIAONE OF NORTHERN ILLINOIS, INC.	0000774236	KNEM221
MEDIAONE OF OHIO, INC.	0000774305	WSU819
MEDIAONE OF SOUTH CENTRAL LOS ANGELES, INC.	0000776125	WNLX546
MEDIAONE OF ST. PAUL, INC.	0000778147	KD30230
MEDIAONE OF VIRGINIA, INC.	0000776126	WNVU458
MEDIAONE OF WESTERN NEW ENGLAND, INC.	0000776148	KWG883
MIDCONTINENT COMMUNICATIONS ( <i>Pro Form</i> )	0000790558	WPUE975
NATIONAL DIGITAL TELEVISION CENTER, INC.	0000788740	WPPW219
PARNASSOS, LP ( <i>Pro Forma</i> )	0000790431	WNKE706
TCI AMERICAN CABLE HOLDINGS II, L.P.	0000776223	KNCD489
TCI AMERICAN CABLE HOLDINGS, L.P.	0000776263	KRU929
TCI CABLE PARTNERS OF ST. LOUIS, L.P.	0000776319	WRM569
TCI CABLEVISION OF CALIFORNIA, INC.	0000776353	KRB770
TCI CABLEVISION OF MISSOURI, INC.	0000776452	KNBC240
TCI CABLEVISION OF MONTANA, INC.	0000776483	KTT663
TCI CABLEVISION OF OREGON, INC.	0000776654	KLPS12
TCI CABLEVISION OF PASCO COUNTY	0000776803	WQZ709
TCI CABLEVISION OF TEXAS, INC. (TX)	0000790497	WPF856
TCI CABLEVISION OF WASHINGTON, INC.	0000776963	WNJK833
TCI CABLEVISION OF WYOMING, INC.	0000777101	WSV483
TCI MICROWAVE, INC.	0000805584 <sup>665</sup>	WNKK403
TCI OF DAYTON, INC.	0000787697	WPNU432
TCI OF GREENSBURG	0000777291	KUT866
TCI OF ILLINOIS, INC.	0000777313	WNYE223
TCI OF NORTHERN CALIFORNIA, INC.	0000777345	KQV943
TCI OF NORTHERN NEW JERSEY, INC.	0000777400	KTV310
TCI OF PENNSYLVANIA, INC.	0000777490	WII930
TCI OF PLANO, INC.	0000777549	KNJE619
TCI OF RICHARDSON, INC.	0000777523	KNHC697
TCI OF TUALATIN VALLEY, INC.	0000777587	WPDK581
TCI PACIFIC COMMUNICATIONS, INC.	0000777641	KA96057
TCI TKR OF CENTRAL FLORIDA, INC.	0000777713	KLN765

<sup>665</sup> This ULS application **was** originally submitted under file number 0000777246. In addition, this application was inadvertently listed as accepted for filing in a public notice released March 27, 2002. See Wireless Telecommunications Bureau Assignment of Authorization and Transfer of Control Applications Accepted for Filing, Report No. 1137, *Public Notice* (WTB rel. March 27, 2002).

Licensee Name	ULS File No.	Lead Call Sign
TELEVISION OF SOUTH DADE, INC.	0000777762	KNHQ725
TELEVENTS, INC.	0000777827	KNIH332
TELEVISION SIGNAL CORPORATION	0000777x66	WNXZ871
TELE-VUE SYSTEMS, INC.	0000777145	WQP480
TEXAS CABLE PARTNERS, LP ( <i>Pro Forma</i> )	0000809160	KTF476
UACC MIDWEST, INC.	0000777223	KWB699
UNITED CABLE TELEVISION CORPORATION	0000777271	KIJ389
UNITED CABLE TELEVISION OF COLORADO, INC.	0000777508	KNJH331
UNITED CABLE TELEVISION OF MID-MICHIGAN, INC.	0000777546	KWD757
UNITED CABLE TELEVISION OF WESTERN COLORADO, INC.	0000777598	KSK560
UNITED CABLE TELEVISION SERVICES CORPORATION	0000777712	KKL952
UNITED CATV, INC.	0000777804	WQP395
W.A.V., INC.	0000777895	WNZI680
WENTRONICS, LLC	0000777956	WNQK680
WESTERN NY CABLEVISION, LP ( <i>Pro Forma</i> )	0000790632	KVG330
WESTMARC DEVELOPMENT JOINT VENTURE	000081.5155	KGY635
COMCAST CABLE COMMUNICATIONS, INC.	0000783028	WPPH898
COMCAST CABLE COMMUNICATIONS, INC.	0000789537	WNJB477
COMCAST CABLE INVESTORS, INC.	0000769054	WSB400
COMCAST CABLEVISION OF ALABAMA, INC.	0000769605	KBZ579
COMCAST CABLEVISION OF ARIZONA, INC.	0000774292	WPML491
COMCAST CABLEVISION CORPORATION OF CALIFORNIA	0000769535	WSU488
COMCAST CABLEVISION OF CAROLINA, INC.	0000770198	WNDY299
COMCAST CABLEVISION OF CENTRAL NEW JERSEY, INC.	0000771925	WID480
COMCAST CABLEVISION OF CHESTERFIELD COUNTY, INC.	0000775492	WPDH267
COMCAST CABLEVISION OF DELMARVA, INC.	0000771994	KJA623
COMCAST CABLEVISION OF EASTERN SHORE, INC.	0000769619	KNIE387
COMCAST CABLEVISION OF ELKTON, INC.	0000774327	WNHV741
COMCAST CABLEVISION OF FLINT, INC.	0000772550	KZD514
COMCAST CABLEVISION OF FORT WAYNE, LP	0000772532	KYM975
COMCAST CABLEVISION OF GARDEN STATE, LP	0000774364	KNS487
COMCAST CABLEVISION OF GASDEN, INC.	0000772183	KSX724
COMCAST CABLEVISION OF GROTON, INC.	0000772518	KNFB681
COMCAST CABLEVISION OF HARFORD COUNTY, INC.	0000772601	KR3872
COMCAST CABLEVISION OF INDIANAPOLIS, INC.	0000773235	WPQG298
COMCAST CABLEVISION OF LEVITTOWN, INC.	0000772570	WPCM561
COMCAST CABLE OF MARYLAND, INC.	0000771273	WNNJ721
COMCAST CABLEVISION OF MARYLAND, INC.	0000771290	WPHX754
COMCAST CABLEVISION OF MERCER COUNTY, INC.	0000771473	KLY633
COMCAST CABLEVISION OF MERIDIAN, INC.	0000771485	KFM892
COMCAST CABLEVISION OF MICHIGAN, LLC	0000775554	KNER225
COMCAST CABLEVISION OF MIDDLETOWN, INC.	0000772483	WCY268
COMCAST CABLEVISION OF MONMOUTH COUNTY, INC.	0000773388	WPEY229
COMCAST CABLEVISION OF MUNCIE, LP	0000773411	KAS630
COMCAST CABLEVISION OF NASHVILLE, LLC	0000773451	WPKA423

Licensee Name	ULS File No.	Lead Call Sign
COMCAST CABLEVISION OF NASHVILLE II, LLC	0000772346	WNHX372
COMCAST CABLEVISION OF NEW HAVEN. INC.	0000772299	KNCK779
COMCAST CABLEVISION OF NEW JERSEY, INC.	0000773516	KNBT323
COMCAST CABLEVISION OF NEW MEXICO, INC.	0000773529	WNYH320
COMCAST CABLEVISION OF NEW MEXICO/PENNSYLVANIA,	0000774113	KGV581
COMCAST CABLEVISION OF PADUCAH, INC.	0000772137	KKO683
COMCAST CABLEVISION OF PLAINFIELD, INC.	0000771921	KVJ232
COMCAST CABLEVISION OF SANTA MARIA, LLC	0000771852	KGQ782
COMCAST CABLEVISION OF SOUTHEAST PENNSYLVANIA,	0000775513	KNDJ922
COMCAST CABLEVISION OF THE SOUTH	0000785175	WPRH715
COMCAST CABLEVISION OF THE SOUTH. INC	0000775548	KGB807
COMCAST CABLEVISION OF THE DISTRICT, LLC	0000774440	WNNL379
COMCAST CABLEVISION OF TUPELO, INC.	0000774328	WNQA277
COMCAST CABLEVISION OF VIRGINIA, INC.	0000771223	WNVX206
COMCASTCABLEVISION OF WEST FLORIDA, INC.	0000771133	KB62673
COMCAST CABLEVISION OF WILDWOOD, INC	0000770170	KFA322
COMCAST RAPID, LLC	0000770671	WNPk799
COMCAST SCH HOLDINGS, INC.	0000770948	WNWK279
OUTDOOR LIFE NETWORK	0000786355	WPTR291
QVC, INC.	0000777254	WPOB999

**Part 101 – Common Carrier Point-to-Point Microwave Service**

<b>Licensee Name</b>	<b>ULS File No.</b>	<b>Lead Call Sign</b>
AMERICAN MICROWAVE COMMUNICATIONS. INC.	0000787728	WLR248
MIDCONTINENT COMMUNICATIONS ( <i>Pro Forma</i> )	0000790558	WLW452
TEXAS CABLE PARTNERS, LP ( <i>Pro Forma</i> )	0000809160	KLH77
TCI MICROWAVE. INC.	0000805584	KPC72
COMCAST 3X GHZ, INC.	0000775477	WMW543
FIRST TELEVISION CORP.	0000772615	KGN76
LENFEST MCN, INC.	0000772603	KEM55
NEW ENGLAND MICROWAVE, INC.	0000774291	WBA962

**Part 101 – Private Point-to-Point Microwave Service**

<b>Licensee Name</b>	<b>ULS File No.</b>	<b>Lead Call Sign</b>
AMERICAN MICROWAVE COMMUNICATIONS. INC.	0000787728	KX8883
AT&T BROADBAND CABLEVISION OF SACRAMENTO I, LLC	0000773316	WNES942
AT&T BROADBAND OF COLORADO, LLC	0000776476	WPQT477
BILLINGS TELE-COMMUNICATIONS, INC.	0000776707	WPAT302
COMMUNITY CABLE TELEVISION	0000776856	WPJA237
LASALLE TELECOMMUNICATIONS, INC.	0000777155	WNTD934
MEDIAONE OF COLORADO, INC.	0000773528	WNES554
MEDIAONE OF LAKEWOOD. INC	0000774012	WNEE392
MEDIAONE OF LOS ANGELES, INC.	0000777992	WNTD907
NATIONAL DIGITAL TELEVISION CENTER, INC.	0000788740	WPNJ714
SAN LEANDRO CABLE TELEVISION. INC.	0000776161	WNEW767
SPORTSCHANNEL NEW ENGLAND, LP	0000790640	WNES356
TCI CABLEVISION OF CALIFORNIA, INC.	0000776353	WPNE658
TCI ILLINOIS HOLDINGS, L.P.	0000777213	WNER273
TCI TECHNOLOGY MANAGEMENT. LLC	0000788221	WPQY480
TCI TECHNOLOGY VENTURES, INC.	0000788210	WPNC289
TELEVISION SIGNAL CORPORATION	0000777866	WNER551
TELE-VUE SYSTEMS, INC.	0000777145	WNEH782
TEXAS CABLE PARTNERS, LP ( <i>Pro Forma</i> )	0000809160	WNEW367
UACC MIDWEST, INC.	0000777223	WNTJ918
UNITED CABLE TELEVISION CORPORATION	0000777271	WNTE488
UNITED CABLE TELEVISION OF ALAMEDA, INC.	0000777341	WHK239
UNITED MICROWAVE CORPORATION	0000777867	WDU645
COMCASTCABLEVISION OF ARIZONA, INC.	0000774292	WNTR598
COMCAST CABLEVISION OF DANBURY, INC.	0000785269	WPRQ981
COMCASTCABLEVISION OF DETROIT, INC.	0000774306	WNEU603
COMCAST CABLEVISION OF EASTERN SHORE, INC.	0000769619	WNTL349
COMCAST CABLE OF MARYLAND. INC.	0000771273	WPOU371
COMCAST CABLEVISION OF MARYLAND, INC.	0000771290	WPNM496
COMCAST CABLEVISION OF MARYLAND, LP	0000771329	WPNG203



Licensee Name	ULS File No.	Lead Call Sign
COMCAST CABLEVISION OF PHILADELPHIA. INC.	0000774182	WNT962
COMCAST CARLEVISION OF PHILADELPHIA, AREA I, INC.	0000774201	WNTA467

**Part 27 – Wireless Communications Service**

Licensee Name	ULS File No.	Lead Call Sign
COMCAST WCS COMMUNICATIONS. INC	0000773242	KNLB289
COMCAST WCS ME02, INC.	0000773370	KNLB204
COMCAST WCS ME04, INC.	0000773397	KNLB275
COMCAST WCS ME05, INC.	0000773449	KNLB276
COMCAST WCS ME16, INC.	0000773534	KNLB278
COMCAST WCS ME19, INC.	0000774090	KNLB280
COMCAST WCS ME22, INC.	0000774158	KNLB282
COMCAST WCS ME26, INC.	0000774192	KNLB283
COMCAST WCS ME28, INC.	0000774277	KNLB284

**Part 74 - Broadcast Auxiliary Service**

Licensee Name	ULS File No.	Lead Call Sign
QVC, INC.	0000777254	BLP01502

**Part 22 – Paging & Radiotelephone Stations**

Licensee Name	ULS File No.	Lead Call Sign
MIDCONTINENT COMMUNICATION ( <i>Pro Forma</i> )	0000790558	KDS478

### Part 63 – Domestic Section 214 Authorization (47 C.F.R. § 63.01)

The Commission has authorized the transfer of control of AT&T Corp. and Comcast Corporation to AT&T Comcast Corporation. The proposed transaction includes the following companies that are authorized to provide domestic telecommunications services pursuant to section 214 of the Communications Act. Comcast Business Communications, Inc. and its affiliates, Comcast Telecommunications of Michigan, LLC; Jones Cable Holdings, Inc., and MH Lightnet, Inc., as well as the following operating subsidiaries of AT&T Corp.: AT&T Broadband Phone, LLC; AT&T Broadband Phone of Arizona, LLC; AT&T Broadband Phone of California, LLC; AT&T Broadband Phone of Colorado, LLC; AT&T Broadband Phone of Connecticut, Inc.; AT&T Broadband Phone of DC, LLC; AT&T Broadband Phone of Florida, LLC; AT&T Broadband Phone of Georgia, LLC; AT&T Broadband Phone of Illinois, LLC; AT&T Broadband Phone of Indiana, LLC; AT&T Broadband Phone of Kentucky, LLC; AT&T Broadband Phone of Maryland, LLC; AT&T Broadband Phone of Massachusetts, LLC; AT&T Broadband Phone of Missouri, LLC; AT&T Broadband Phone of Minnesota, Inc.; AT&T Broadband Phone of New Hampshire, LLC; AT&T Broadband Phone of New Jersey, LLC; AT&T Broadband Phone of New York, LLC; AT&T Broadband Phone of Ohio, LLC; AT&T Broadband Phone of Oregon, LLC; AT&T Broadband Phone of Pennsylvania, LLC; AT&T Broadband Phone of Texas, LLC; AT&T Broadband Phone of Utah, LLC; AT&T Broadband Phone of Washington, LLC; AT&T Broadband Phone of West Virginia, LLC; and MediaOne Telecommunications of Virginia, Inc.

### Part 63 – International Service (47 C.F.R. § 63.18)

ITC-T/C-20020308-00127	Comcast Business Communications, Inc.
ITC-T/C-20020308-00128	Jones <b>Cable</b> Holdings, Inc.
ITC-T/C-20020228-00137	AT&T Broadband Phone of California, LLC
ITC-T/C-20020228-00138	AT&T Broadband Phone of Connecticut, Inc.
ITC-T/C-20020228-00139	AT&T Broadband Phone of Texas, LLC
ITC-T/C-20020228-00140	AT&T Broadband Phone of Illinois, LLC
ITC-T/C-20020228-00141	MediaOne Telecommunications Corp. and MediaOne Business Services, Inc.
ITC-T/C-20020228-00142	<b>MediaOne</b> Telecommunications Corp. and MediaOne Business Services, Inc.

SEPARATE STATEMENT  
CHAIRMAN MICHAEL K. POWELL

*Re In the Matter of Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee*

Today the Commission has approved the transfer of certain licenses from Comcast Corporation and AT&T Corp., Transferors ("AT&T"), to ATBT Comcast Corporation, Transferee ("ATBT Comcast"). The benefits of this transaction are considerable; the potential harms negligible. We therefore conclude that the merger serves the public interest, convenience, and necessity.

The Commission has conditioned its approval on the sale of AT&T Comcast's 27.61% ownership interest in Time Warner Entertainment, L.P. ("TWE"). This is the most significant public interest benefit of the transaction. By the action we take today, the Commission finally severs a complex relationship of intertwining programming and distribution assets that has plagued the Commission for years. The placement of the TWE interest in a disposition trust on the day the merger closes ensures a result that is definite, immediate and final.

**DISSENTING STATEMENT  
OF COMMISSIONER MICHAEL J. COPPS**

*Re. In the Matter of Applications for Consent to the Transfer of Control of Licenses from  
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation,  
Transferee*

*MB Docker No. 02-70*

The sheer economic power created by this mega-combination, and the opportunities for abuse that would accompany it, outweigh the very limited public interest benefits that either the Applicants or the majority find here. The more I review the issues at stake in this proposal, the more I am persuaded it should not go forward. I therefore dissent from this transfer of control.

Let me state at the outset that I see no malevolent objectives or intent to do harm on the part of the Applicants, and my concerns should in no way be read to impugn their character or the many contributions these companies have individually made to our nation's commercial, and its social, development. Nor do I argue that all of the potential harms posited in the Commission's order will necessarily come to pass. Additionally, I commend applicants for an admirable job in presenting their case with both comprehensiveness and candor, convinced in their minds of the soundness of their agreement. But when all is said and done, any public interest benefits that may potentially issue from this huge consolidation of commercial power are vastly outweighed by the potential for significant harm to consumers, the industry, and the country.

The Applicants point to four major public interest benefits of the proposed merger: (1) accelerated deployment of facilities-based high-speed internet service, digital video, and other broadband services; (2) accelerated deployment of facilities-based local telephone competition; (3) an increased supply of local and regional programming; and (4) greater competition in markets for local, regional and national advertising. Yet, of those four benefits, the majority finds the latter three to be less than compelling based on the record before it. And the Applicants themselves admit that consumers should not anticipate lower cable prices as a result of the merger, but only that the expected size of cable price increases would be reduced by the merger. Economic efficiencies that Applicants claim would be derived from this consolidation should allow more than that when it comes to disciplining cable rates. Yet rates continue to climb, undisciplined by either the cable industry or, in fact, by satellite providers, who some thought would provide an external brake on rising cable rates.

The *Order* is telling in its handling of potential harms that could attend this combination. Time and again it cites such potentials only to conclude that there is insufficient evidence in the record to make a specific finding that harm would occur. Here are just two examples:

- While recognizing that access to particular popular programming can be important for MVPDs to compete, and that cable operators have incentive to secure exclusive programming contracts which could be used to deny competing MVPDs and their customers access to such programming, the *Order* declines to impose a condition on the merged entity's ability to do so, noting that, even without merging, the Applicants individually already have sufficient presence in their respective franchise areas to secure such exclusive contracts.
- The *Order* also notes the substantial possibility that the Applicants may have engaged in questionable marketing tactics and targeted discounts designed to eliminate MVPD competition, and acknowledges that such practices may harm consumers. Here again, the *Order* states, based on the record presented, that, even without merging, the Applicants individually already have the incentive and ability to target pricing in an anticompetitive manner.

Because the majority finds insufficient evidence to conclude that these types of harms will be exacerbated by the merger, it declines to impose any conditions that might alleviate the possibility of such harm in the future. Indeed, the absence of such conditions only enlarges the potential for such abuse in the new combined company. A viable public interest finding demands more rigor than this.

I am particularly concerned about the anticompetitive effects of this combination on programming. Although there is general agreement among interested parties that the TWE Divestiture Trust alleviates concerns about the merger's potential for anticompetitive impact on video programming markets, there is nothing in place to preclude the merged entity from investing in other programming interests in the future. Indeed, the whole dynamic of the industry will – in fact, must – pull the combined company in that direction. Its expanded control over the channels of program distribution could afford it the ability not only to influence but perhaps to determine on its own what programming will be produced and offered to the consuming public, and at what cost. That is just too much raw commercial power.

Applicants cite economic efficiencies that will result from their agreement and how these will benefit the combined company's ability to do business. Undoubtedly, there are some such efficiencies. Yet, while Comcast talks about the need to upgrade and modernize AT&T's broadband deployment, one wonders why this corporate resuscitation is better achieved by conglomeration and \$30 billion of additional debt rather than through competition in the marketplace.

As I've said before, mergers and acquisitions are not inherently bad. However, it strikes me as bedrock that our review of proposed consolidations must venture beyond economic efficiencies if we are to ensure that combinations serve the public interest. I believe that each proposed combination needs to be looked at on its own merits within its own individual set of circumstances. I also believe that the public interest test must be rigorously applied to each proposed transaction. This is what I have attempted to do

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here. Unfortunately, I do not find that the transaction at issue passes this test. I therefore respectfully dissent.